

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

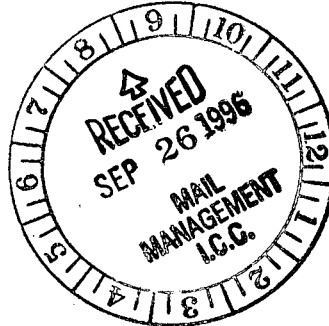
September 25, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

20324
RECORDATION UNIT
FILED 1023

OCT 27 1996 9:00 AM

U.S. DEPARTMENT OF TRANSPORTATION



Dear Mr. Williams:

Enclosed are three (3) originals of the Memorandum of Lease of Railroad Equipment dated as of August 30, 1996 between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: CSX Transportation, Inc.
Supply and Services Management
550 Water Street, J-430
Jacksonville, FL 32202

The equipment involved in this transaction is as follows:

Equipment: Forty-one (41) various locomotives (See Schedule A attached for reporting mark & numbers.)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,

A handwritten signature in cursive script that reads "Chris Dilley".

Chris Dilley
Administrative Assistant

/cpd
Enclosure

20324

COT 24.385 11/11

MEMORANDUM OF
LOCOMOTIVE LEASE AGREEMENT

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT ("Memorandum of Lease") made as of August 30, 1996 is intended to evidence the Locomotive Lease Agreement, dated as of August 30, 1996 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and CSX TRANSPORTATION, INC., a Virginia corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11303. Lessor has the right to lease the locomotives, more fully described in Exhibit A hereto (the "Units"). Lessee leased from Lessor the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, each party, pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Print Name: Richard C. Kirchner

Title: President

Date: 9-9-96

LESSEE

CSX TRANSPORTATION, INC.

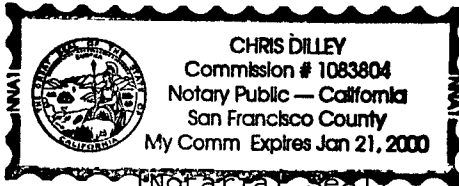
By: Print Name: John W. BassoTitle: Vice PresidentDate: September 6, 1996

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On September 9, 1996, before me, Chris Dilley
personally appeared Richard C. Kirchner, President of HELM FINANCIAL
CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.



[Notarial Seal]

Witness my hand and official seal.

Chris Dilley
SIGNATURE OF THE NOTARY

STATE OF FLORIDA)
) S.S.
COUNTY OF DUVAL)

On Sept. 4, 1996, before me, Sam R. Raley
personally appeared John W. Basso, Vice President of CSX
TRANSPORTATION, INC.,

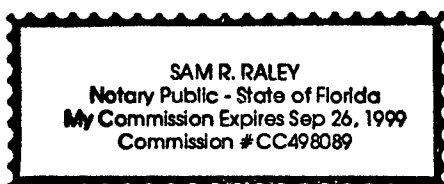
X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Sam R. Raley
SIGNATURE OF THE NOTARY

[Notarial Seal]



cm

SCHEDULE A

To the Memorandum of Locomotive Lease Agreement dated August 30, 1996
between Helm Financial Corporation and CSX Transportation, Inc.

I. Group A Units:

<u>Reporting Marks:</u>	<u>Type:</u>
HLCX 4050	GP40
HLCX 4051	GP40
HLCX 4053	GP40
HLCX 4054	GP40
HLCX 4055	GP40
HLCX 3618	GP38
HLCX 3676	GP38
HATX 104	GP38
HATX 109	GP38
HATX 112	GP38

II. Group B Units:

<u>Reporting Marks:</u>	<u>Type:</u>
MPI 9020	SD40-2
MPI 9048	SD40-2
MPI 9049	SD40-2
MPI 9050	SD40-2
MPI 9051	SD40-2
MPI 9052	SD40-2
HLCX 6000	SD40-3
HLCX 6100	SD40-3
HLCX 6055	SD40-3
HLCX 6058	SD40-3
HLCX 6060	SD40-3
HATX 753	SD40-2
HLCX 5039	SD40
HLCX 5040	SD40
HLCX 5049	SD40
HLCX 5038	SD40
HLCX 5045	SD40
HLCX 5044	SD40
HLCX 5047	SD40
MRL 200	SD40
MRL 206	SD40
MRL 209	SD40
MRL 213	SD40
MRL 214	SD40
MRL 216	SD40
MRL 218	SD40
MRL 220	SD40
MRL 221	SD40
MRL 222	SD40
MRL 223	SD40
MRL 225	SD40